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RECORDATION NO. 23639-A

SEP 05 '01 4:07 PM

SURFACE TRANSPORTATION BOARD

September 5, 2001

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Head Lease Supplement (BSDA 2001-F1), dated as of August 30, 2001, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Head Lease which is being filed with the Board under Recordation Number _____.

The names and addresses of the parties to the enclosed document are:

Head Lessor: Bi-State Development
Agency of the
Missouri-Illinois Metropolitan District
707 North First Street
St. Louis, Missouri 63102

Head Lessee: BSDA 2001-F1 Statutory Trust
C/o Wells Fargo Bank Northwest,
National Association
79 South Main Street
3rd Floor
Salt Lake City, UT 84111

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Mr. Vernon A. Williams
September 5, 2001
Page Two

A description of the railroad equipment covered by the enclosed document is:

Seven (7) Siemens Light Rail Vehicles Nos. 3001- 3007

A short summary of the document to appear in the index follows:

Memorandum of Head Lease Supplement (BSDA 2001-F1)

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee and cross-indexing fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Robert W. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anm
Enclosures

MEMORANDUM OF HEAD LEASE SUPPLEMENT (BSDA 2001-F1)

Memorandum of Head Lease Supplement (BSDA 2001-F1), made and entered into on August 30, 2001 by and between Bi-State Development Agency of the Missouri-Illinois Metropolitan District (the "**Head Lessor**"), and BSDA 2001-F1 Statutory Trust (the "**Head Lessee**").

WITNESSETH:

The undersigned have entered into that certain Head Lease Supplement (BSDA 2001-F1), dated as of August 30, 2001, whereby the Head Lessor has agreed to lease to the Head Lessee and the Head Lessee has agreed to lease from the Head Lessor certain railroad equipment bearing car numbers as listed on Exhibit A attached hereto.

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MISSOURI TRANSPORTATION BOARD

IN WITNESS WHEREOF, the Head Lessor and the Head Lessee have each caused this Memorandum of Head Lease Supplement to be duly executed by its authorized officer on the day and year first above written.

HEAD LESSOR:

BI-STATE DEVELOPMENT AGENCY OF THE
MISSOURI-ILLINOIS METROPOLITAN
DISTRICT

By: John M. Noce
Name: John M. Noce
Title: Chief Financial Officer

ACKNOWLEDGEMENT

STATE OF Missouri)
)ss.:
COUNTY OF St. Louis)

On the ~~24~~²⁵ day of August 2001, before me personally came John M. Noce, to me known, and known to me to be the individual described in, and who executed the above Memorandum of Head Lease Supplement; and he acknowledged to me that he executed the same.

Paul D. Welp
Notary Public
PAUL D. WELP
Notary Public - Notary Seal
State of Missouri
St. Louis County
My Commission Expires Sept. 9, 2002

HEAD LESSEE:

BSDA 2001-F1 STATUTORY TRUST
By WELLS FARGO BANK NORTHWEST,
NATIONAL ASSOCIATION, not in its individual
capacity, but solely as Trustee

By: *Michael D. Hoggan*
Name: MICHAEL D. HOGGAN
Title: ASSISTANT VICE PRESIDENT

ACKNOWLEDGEMENT

STATE OF Utah)
COUNTY OF Salt Lake) ss.:

On the 28th day of August, 2001, before me personally came Michael D. Hoggan, to me known, and known to me to be the individual described in, and who executed the above Memorandum of Head Lease Supplement; and he acknowledged to me that he executed the same.

Elizabeth A. Durfee
Notary Public

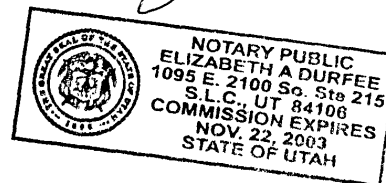


Exhibit A

DESCRIPTION OF ITEMS OF EQUIPMENT

<u>Equipment Description</u>	<u>Serial Number</u>	<u>Equipment Value</u>
Siemens LRV No. 3001	01	\$4,000,000
Siemens LRV No. 3002	02	\$4,000,000
Siemens LRV No. 3003	03	\$4,000,000
Siemens LRV No. 3004	04	\$4,000,000
Siemens LRV No. 3005	05	\$4,000,000
Siemens LRV No. 3006	06	\$4,000,000
Siemens LRV No. 3007	07	\$4,000,000